

Central Wisconsin Community Action Council, Inc.

EPF&A Committee Meeting Minutes

December 4, 2020

Present: Donna Maly (by Zoom), Charlie Krupa (by Zoom), and John Earl

Excused Absence: Muriel Harper and Dave Singer

Staff: Fred Hebert, Kari Labansky (by Zoom), and Donna Lynch

Guests: None

1. John Earl called the meeting to order and roll call was taken with three members present.
2. Motion passed by unanimous vote approving the agenda and minutes of the October 9, 2020 EPF&A Committee meeting.
3. The Baraboo Homeless Shelter Manager has been hired. Weatherization operations have been suspended until early January. The Adams, Beaver Dam, and Wisconsin Dells Food Pantries have experienced COVID cases, so each have been periodically closed down, but are now reopen. The Wisconsin Dells office was closed down due to COVID for two weeks in November; limited staff continue to work in the office with most working from home. We will develop a list of contacts who need to be notified in the event of a future closing. We are interviewing for the Guardianship Program Assistant position.
4. Kari presented the Finance Report which included the 2021 Projected Budget. Total revenues were at \$9,284,025 and total expenses were at \$9,169,599. The agency received \$367,000 supplemental COVID funding which needs to be spent out within 30 months; all spending will be documented and must be COVID related. Motion passed by unanimous vote approving the 2021 Projected Budget with thanks to Kari.
5. The Federal Home Loan Bank grant application for Fait Family Apartments was approved. We await the contract from the State, hope to do some site development in the coming months, and a groundbreaking is being planned.
6. Fred reported on the recent WISCAP meetings where they discussed the National Community Action Partnership's endorsement of "Black Lives Matters" and our request to remain politically neutral. Fred expressed that he will remain a WISCAP member, however will be temporarily inactive with their meetings as a board member until the political situation calms down.
7. Our offer of purchasing a house owned by St. Katharine Drexel parish in Beaver Dam to be used as a Men's Shelter was declined by the Diocese. We continue to search for a new location. St. Katharine's will still be selling the house and offered to donate one half of the proceeds they receive over the original asking price towards purchase at a different location.
8. Motion was passed by unanimous vote to approve and pass on to full board for approval, the Resolution which reads, "**WHEREAS:** Central Wisconsin Community Action Council, Inc. Board of Directors on August 26, 2020, acted upon and approved a Corporate Resolution authorizing the Executive Director, Fred Hebert, to pursue transfer of ownership of the Adams-Friendship Senior Village to Central Wisconsin Community Action Council, Inc. from Adams-Friendship Senior Village, LLC (Resolution attached); and **WHEREAS:** Ownership transfer negotiations have been pursued with Adams-Friendship Senior Village, LLC and CAP Services, Inc. of Stevens Point, WI; and **WHEREAS:** Conditions of ownership transfer have been mutually agreed by both parties, and **WHEREAS:** A Right of First Refusal Agreement was executed by and between Adams-Friendship Senior Village, LLC/CAP Services, Inc. and Central Wisconsin Community Action Council, Inc. (Right of First Refusal Agreement attached); and **WHEREAS:** An Assignment of Member's Interest in Adams-Friendship Senior Village, LLC has been drafted for signature by both parties

(Assignment of Member's Interest in Adams-Friendship Senior Village, LLC attached); and **WHEREAS:** An Assignment Transaction Authorizing Agreement has been drafted for signature from Adams-Friendship Senior Village, LLC to Central Wisconsin Community Action Council, Inc. (Assignment Transaction Authorizing Agreement attached); and **WHEREAS:** A Release of Interest in Real Estate has been drafted for signature by Central Wisconsin Community Action Council, Inc. (Release of Interest in Real Estate attached); and **WHEREAS:** A closing date for ownership transfer from Adams-Friendship Senior Village, LLC/CAP Services, Inc. to Central Wisconsin Community Action Council, Inc. will be set to be executed prior to December 31, 2020 **Now there for let it be resolved:** That Board of Directors of Central Wisconsin Community Action Council, Inc. authorizes the Executive Director, Fred Hebert, as representative of the Board of Directors of Central Wisconsin Community Action Council, Inc. and the Agency, and gives him authority to sign each and every document needed, necessary, and required for the transfer of ownership of Adams-Friendship Senior Village, LLC/CAP Services, Inc. to Central Wisconsin Community Action Council, Inc."

9. Motion was passed by unanimous vote to approve and pass on to full board for approval, the Resolution which reads, "**WHEREAS:** Central Wisconsin Community Action Council, Inc. Board of Directors on August 26, 2020, acted upon and approved a Corporate Resolution authorizing the Executive Director, Fred Hebert, to pursue transfer of ownership of the Adams-Friendship Senior Village to Central Wisconsin Community Action Council, Inc. from Adams-Friendship Senior Village, LLC (Resolution attached); and **WHEREAS:** Ownership transfer negotiations have been pursued with Adams-Friendship Senior Village, LLC and CAP Services, Inc. of Stevens Point, WI; and **WHEREAS:** Conditions of ownership transfer have been mutually agreed by both parties, and **WHEREAS:** A Right of First Refusal Agreement was executed by and between Adams-Friendship Senior Village, LLC/CAP Services, Inc. and Central Wisconsin Community Action Council, Inc. (Right of First Refusal Agreement attached); and **WHEREAS:** An Assignment of Member's Interest in Adams-Friendship Senior Village, LLC has been drafted for signature by both parties (Assignment of Member's Interest in Adams-Friendship Senior Village, LLC attached); and **WHEREAS:** An Assignment Transaction Authorizing Agreement has been drafted for signature from Adams-Friendship Senior Village, LLC to Central Wisconsin Community Action Council, Inc. (Assignment Transaction Authorizing Agreement attached); and **WHEREAS:** A Release of Interest in Real Estate has been drafted for signature by Central Wisconsin Community Action Council, Inc. (Release of Interest in Real Estate attached); and **WHEREAS:** A closing date for ownership transfer from Adams-Friendship Senior Village, LLC/CAP Services, Inc. to Central Wisconsin Community Action Council, Inc. will be set to be executed prior to December 31, 2020 **WHEREAS:** Central Wisconsin Community Action Council, Inc. will assume from CAP Services, Adams-Friendship Senior Village, LLC, both assets & liabilities; and **WHEREAS:** Those liabilities include mortgage notes and obligations to WHEDA at and on January 1, 2021 will be \$393,154; and **WHEREAS:** Other fees included in the transfer are: WHEDA Transfer Fees = \$3,000; Community Reinvestment Fund Transfer Fees = \$4,060; Broker Fees, Cinnaire = \$21,000; and CAP Services Accrued Management Fees = \$54,000; and **WHEREAS:** Central Wisconsin Community Action Council, Inc. intends to eventually pre-pay the WHEDA mortgage with a negotiated mortgage with the Bank of Mauston; and **WHEREAS:** Central Wisconsin Community Action Council, Inc. is responsible for all transfer fees previously stated in the amount of \$82,060 at or before closing date of no later than December 31, 2020; and **WHEREAS:** Central Wisconsin Community Action Council, Inc. intends to borrow the total of \$82,060 from the Bank of Mauston **Now there for let it be resolved:** That the Central Wisconsin Community Action Council, Inc. Executive Director, Fred Hebert, has permission as representative of the Board of Directors to pursue a loan from the Bank of Mauston for \$82,060 and has authority to sign each and every document required for the loan to pay the transfer fees for assumption of the property as described in the Assignment of Member's Interest in Adams-Friendship Senior Village, LLC."
10. Motion was passed by unanimous vote to approve and pass on to the full board for approval, the Personnel Policy Manual changes which include 1) *Deletion on Page 3 - Nepotism: A person on the Board of Directors or employed by the agency having direct supervision and authority over a*

~~member of his/her immediate family.~~ 2)-*Revision on Page 6* - Conflict of Interest/Nepotism: No applicant for employment shall be considered where placement in that position would constitute a conflict of interest, nor shall any existing employee be placed in or hold a position which would constitute a conflict of interest. In the best interests of the agency, the Executive Director, with board approval, may hire or appoint an employee to be supervised by a relative. In the best interests of the agency, a board member may be employed by the agency, recommended by the Executive Director and approved by the Board of Directors. Periodically in our service area, we experience a shortage of qualified workers which may create a situation where we have to hire relatives of staff members. Any current staff member hired before this new policy becomes effective are grandfathered in.

11. Motion was passed by unanimous vote to approve and pass on to the full board for approval, the Motion which reads, "The Board of Directors of Central Wisconsin Community Action Council, Inc. approves the 2020 Client Satisfaction Survey Results Report as presented. This report reflects compliance with National Organizational Standard 1.3 providing an analysis of feedback from our clients regarding our services."
12. Motion was passed by unanimous vote to approve and pass on to the full board for approval, the Motion which reads, "The Board of Directors of Central Wisconsin Community Action Council, Inc. approves the 2020 Client Data System & Demographic Results Report as presented. This report reflects compliance with National Organizational Standard 9.3 providing an analysis of the agency's outcomes and any operational or strategic program adjustments and improvements identified as necessary."
13. Motion was passed by unanimous vote to approve and pass on to the full board for approval, the Motion which reads, "The Board of Directors of Central Wisconsin Community Action Council, Inc. approves submission of the 2021 Community Services Block Grant Application recognizing CSBG dollars as base and core sources of funding with continued use of those funds to develop and strengthen programs that assist local communities in their pursuits to combat and reduce poverty."
14. Committee members recognized 2020 Food Pantry Volunteers from the Beaver Dam, Rio, and Wisconsin Dells Food Pantries. Each volunteer will be recognized with a certificate of appreciation.
15. Meeting Adjourned - Next Meeting - Friday, January 8, 2021